

EXHIBIT B

USREO⁰²⁰¹⁵ Rosslyn Investor, LLC
c/o US Real Estate Opportunities I, L.P.
200 West Street
New York, NY 10282

October 4, 2011

Via Federal Express

Rosslyn LB Syndication Partner LLC
1271 Avenue of the Americas
38th Floor
New York, New York 10020
Attention: Joelle Halperin and Ashish Gupta
Telephone: (646) 285-9066
Fax: (646) 285-9336

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153-0119
Attention: W. Michael Bond, Esq. and David Herman, Esq.
Telephone: (212) 310-8035
Fax: (212) 310-8007

Re: Sale of Interests in Rosslyn Syndication Partners JV LP

Ladies and Gentlemen:

Reference is made to that certain Purchase and Sale Agreement, dated as of August 15, 2011, (the “Purchase Agreement”), by and between ROSSLYN LB SYNDICATION PARTNER LLC, a Delaware limited liability company (“Seller”), and USREO/ROSSLYN INVESTORS, LLC, a Delaware limited liability company (“Purchaser”). Capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Purchase Agreement.

As Purchaser has told Seller on multiple prior occasions (including on numerous closing status calls), the estoppel certificates that have been delivered by Boeing, Northrop Grumman, Raytheon, APA, and Arlington County are not in compliance with the requirements of Section 9.1.5 of the Purchase Agreement. Consequently, Purchaser hereby notifies Seller that Seller has failed to deliver to Purchaser the Requisite Tenant Estoppel Certificates as required by Section 9.1.5 of the Purchase Agreement, and pursuant to Section 9.1.15 of the Purchase Agreement, Purchaser hereby terminates the Purchase Agreement.

Additionally, and in accordance with Section 12.1 of the Purchase Agreement, Purchaser hereby notifies Seller that the Purchaser Knowledge Party acquired actual

knowledge on September 26, 2011 that the Partnership's representations contained in Section 7.3.11 of the Purchase Agreement are false. Specifically, 1812 Holdings, LLC and Monday Properties Services, LLC are parties to that certain Property Management and Leasing Agreement, dated October 16, 2007 (the "1812 Management Agreement"), which 1812 Management Agreement was not disclosed on Schedule 7.3.11 to the Purchase Agreement. The existence of the 1812 Management Agreement was first disclosed to Purchaser when it was uploaded on September 26, 2011 to the due diligence website maintained in respect of the transaction contemplated by the Purchase Agreement. Purchaser regards the Partnership's failure to disclose on Schedule 7.3.11 to the Purchase Agreement the existence of the 1812 Management Agreement to be a material breach of the Partnership's representations contained in Section 7.3.11 of the Purchase Agreement. As a result of such breach, Seller has failed to satisfy the condition precedent to Purchaser's obligation to close set forth in Section 9.1.2 of the Purchase Agreement.

Based upon the foregoing, by copy of this letter to Escrow Agent, Purchaser hereby demands that the Deposit be refunded to Purchaser in accordance with that certain Escrow Agreement, dated August 16, 2011, among Purchaser, Seller, and Escrow Agent.

Purchaser hereby reserves all rights and remedies in respect of the foregoing.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

PURCHASER:

USREO/ROSSLYN INVESTORS, LLC

By: U.S. Real Estate Opportunities Fund I, L.P.,
a managing member

By: US Real Estate Advisors, LLC, its general partner

By:

Name:

Title:

Alan S. Kava
Vice President

cc: Rosslyn LBREP LP LLC
c/o Silverpeak Real Estate Partners
1330 Sixth Avenue
New York, NY 10019
Attention: Quentin Reynolds
Telephone: (212) 716-2027
Facsimile: (212) 716-2028

Silverpeak Real Estate Partners
3424 Peachtree Road, Suite 1475
Atlanta, Georgia 30326
Attention: Brad S. Lebovitz
Telephone: (678) 536-4200
Facsimile: (678) 536-4112

Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018-1405
Attention: Christopher B. Price, Esq. and Marian George, Esq.
Telephone: (212) 813-8951
Facsimile: (212) 355-3333

Monday Properties Services, LLC
c/o Monday Properties
230 Park Avenue, Suite 500
New York, New York 10169
Attention: Brian Robin
Telephone: (212) 692-4362
Facsimile: (212) 490-7266

Venable LLP
575 7th Street, NW
Washington, DC 20004
Attention: Robert G. Gottlieb, Esq. and Jennifer J. Bruton, Esq.
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Attention: Scott Brown
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